

EXHIBIT 2



Deed of Assignment

Benitec Australia Limited

Commonwealth Scientific and Industrial Research Organisation

CSIRO/WinBio/WSA Temporary Internal Files/01 KCE/Assignment Deed 21 August 2000 to DOC

Applicants : Michael Wayne Graham et al
U.S. Serial No : 09/646,807
Filed : December 5, 2000

Exhibit 2

Deed of Assignment

DATE 21 August 2006

PARTIES

Benitec Australia Limited, ACN 080 299 645, of C/- Adsto International, Adsto House, 401 New Canterbury Road, P.O. Box 20, Dulwich Hill, NSW, Australia 2203 (Assignor)

Commonwealth Scientific and Industrial Research Organisation a body corporate established by the Commonwealth Science and Research Act 1949 and having its principal office at Limestone Avenue, Campbell in the Australian Capital Territory (Assignee)

RECITALS

The Assignor assigns all of its right, title and interest in and to the Applications and Patents set out in the attached Schedule to the Assignee, on the terms set out in this Deed of Assignment.

OPERATIVE PROVISIONS

1. DEFINITIONS

The following definitions apply in this document.

Applications means the patent applications described in the Schedule and any divisional applications from any of them and any amendments, continuations or continuations-in-part of any of them, and any patent that issues from any of the patent applications.

Patents means the registered patents described in the Schedule and any divisional applications from any of them and any amendments, extensions, re-issues, or re-grants of any of them.

2. ASSIGNMENT

In consideration of the sum of \$1 and other good and valuable consideration now paid by the Assignee to the Assignor, the receipt and sufficiency of which the Assignor acknowledges, the Assignor, as beneficial owner, assigns to the Assignee all of its right, title and interest in and to:

- (a) the Applications; and
- (b) the Patents;

and to the extent that any of the Applications or the Patents have previously been assigned by the Assignor to the Assignee, the Assignor and the Assignee hereby confirm such previous assignment.

3. REGISTRATION

The Assignor undertakes at the expense of the Assignee to do all acts and execute all documents necessary to ensure that the Applications and the Patents will issue in the sole


name of the Assignee. In the event of default by the Assignor to perform such acts or execute necessary documents, but only after the Assignor has been given a proper and reasonable opportunity to perform the acts or execute the documents, the Assignor appoint the nominee of the Assignee as the Assignor's attorney for that purpose.

4. GOVERNING LAW

This Deed is governed by the law of New South Wales. The parties submit to the non-exclusive jurisdiction of courts exercising jurisdiction there.

EXECUTED as a deed this 21st day of August 2006

EXECUTED for and on behalf of BENITEC AUSTRALIA LIMITED by:


Signature

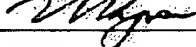
Peter Francis, Chairman
Name and position

R. Arons
Signature of witness

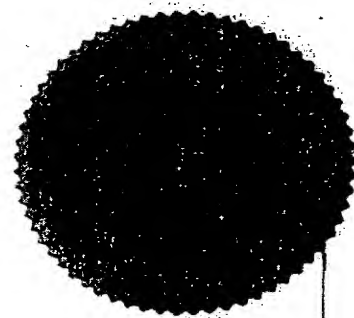
Richard Arons
Name of witness

Subscribed and sworn to before me this 21st day of August 2006

(Notarial Seal)

By 
Notary Public

EMILIOS JOHN KYROU
PUBLIC NOTARY
LEVEL 50, 600 BOURKE STREET
MELBOURNE 3000 VICTORIA AUSTRALIA
TEL: (613) 9643 4194 FAX: (613) 9643 5999
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EXECUTED for and on behalf of the
COMMONWEALTH SCIENTIFIC AND
INDUSTRIAL RESEARCH
ORGANISATION by:

Jack Steele

Signature

Dr Jack Steele
Chief of Staff
CSIRO Business Services

Name and position

Celia Murray

Signature of witness

CELIA MURRAY

Name of witness

Subscribed and sworn to before me this 2nd day of August 2001

(Notarial Seal)



By

Notary Public

G. Hammond
GREGORY NORMAN HAMMOND
NOTARY PUBLIC
SYDNEY

SCHEDULE

APPLICATIONS AND PATENTS

- Graham, M.W. and Rice, R.N. Control of gene expression. US 10/646,070.
- Graham, M.W. and Rice, R.N. (2001) Control of gene expression. ZA 2000/4507.
- Graham, M.W. and Rice, R.N. (2002) Control of gene expression. AU 2001100608.
- Graham, M.W. and Rice, R.N. (2002) Control of gene expression. SG 75542.
- Graham, M.W. and Rice, R.N. (2003) Control of gene expression. GB 2353282.
- Graham, M.W. and Rice, R.N. (2001) Control of gene expression. AU 743316.
- Graham, M.W. and Rice, R.N. (2003) Control of gene expression. NZ 506648.
- Graham, M. W. and Rice, R.N. (US 09/997,905) Synthetic genes and genetic constructs comprising same I.
- Graham, M.W. and Rice, R.N. (US 10/346,853) Synthetic genes and genetic constructs comprising same I.
- Graham, M.W. and Rice, R.N. (WO 99/49029 (PCT/AU99/00195)) Control of gene expression.
- Graham, M.W. and Rice, R.N. (BR PI9908967-0) Control of gene expression.
- Graham, M.W. and Rice, R.N. (CA 2,323,726) Control of gene expression.
- Graham, M.W. and Rice, R.N. (CN 99804255-2) Control of gene expression.
- Graham, M.W. and Rice, R.N. (CZ PV2000-3346) Control of gene expression.
- Graham, M.W. and Rice, R.N. (EP 99910039.9) Control of gene expression.
- Graham, M.W. and Rice, R.N. (HK 01105904.3) Control of gene expression.
- Graham, M.W. and Rice, R.N. (HU PO101225) Control of gene expression.
- Graham, M.W. and Rice, R.N. (IN 2000/00169/DEL) Control of gene expression.
- Graham, M.W. and Rice, R.N. (JP P2000-537990) Control of gene expression.
- Graham, M.W. and Rice, R.N. (KR 7010419/2000) Control of gene expression.
- Graham, M.W. and Rice, R.N. (MX 008631) Control of gene expression.
- Graham, M.W. and Rice, R.N. (PL P.343064) Control of gene expression.

Graham, M.W. and Rice, R.N. (SK PV1372-2000) Control of gene expression.

Graham, M.W. and Rice, R.N. (AU 95225/01) Control of gene expression.

Graham, M.W. and Rice, R.N. (AU 35647/02) Control of gene expression.

Australian Patent Publication No. 2005209648.

Australian Patent Publication No. 2005211538.

Graham, M.W. and Rice, R.N. (NZ 525941) Control of gene expression.

New Zealand Patent Application No. 536674.

New Zealand Patent Application No. 547283

Graham, M.W. and Rice, R.N. (SG 200205122-5) Control of gene expression.

Graham, M.W. and Rice, R.N. (US 09/646,807) Control of gene expression.

US Patent Application No. 10/759,841.

US Patent Application No. 10/821,710.

US Patent Application No. 10/821,726.

Graham, M.W. (1998) Synthetic genes and genetic constructs comprising same I. AU PP2492/98.

Graham, M.W. and Rice, R.N. (1998) Gene expression I. AU PP2499/98.

Australian Patent Publication No. 2005202658

Brazil Patent Application No. PI9917642-4

Canada Patent Application No. 2513336

China Patent Application No. 200510083325.1

Europe Patent Application No. 05013010.3

Hungary Patent Application No. PO500631

India Patent Application No. 3413/DELNP/2005

Japan Patent Application No. 2005-223953

Mexico Patent Application No. PA/a/2005/006838

Poland Patent Application No. P.377017

Singapore Patent Application No. 200503921-9

South Korea Patent Application No. 7005341/2006

United States Patent Application No. 11/180,928 (Published as US20050250208)

United States Patent Application No. 11/218,999 (Published as US20060014715)

and any other patent or patent application claiming priority from PP2492 or PP2499, US Patent Application Numbers 09/100,812, or 09/100,813 and divisional applications from any of the patents and patent applications listed in this Schedule and any amendments, continuation or continuation-in-part applications, extensions, re-issues or re-grants of or to all or any of the patents and patent applications listed in this Schedule together with any renewal, division, continuation, continued prosecution application or continuation-in-part of any of such patents, certificates and applications, any and all patents or certificates of invention issuing thereon, and any and all reissues, re-examinations, extensions, divisions, renewals, substitutions, confirmations, registrations, re-validations, revisions, and additions of or to any of the foregoing, and any foreign counterparts of any of the foregoing, but with the sole exception of US Patent Number 6,573,099.